

RECORDATION NO. 27425 FILED

MAR 26 '08 -1 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 26, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 26, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: General Mills, Inc.
1 General Mills Blvd.
Minneapolis, MN 55426]

Anne K. Quinlan, Esquire
March 26, 2008
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A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series NAHX 550462 - NAHX 553328 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

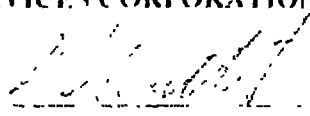
This Memorandum of Lease Agreement dated as of March 26, 2008 is made by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

W I T N E S S E T H:

The Lessor and General Mills, Inc. (the "Lessee") are parties to that certain Rider No. 6 dated December 14, 2004, as amended by the Amendment dated as of February 1, 2008 between Lessor and Lessee (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement No. 0033-97 dated August 1, 2001 and effective as of October 4, 2001 between Lessee and Lessor, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

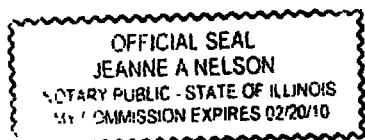
By: 
Name: Mark Stelani
Title: Vice President

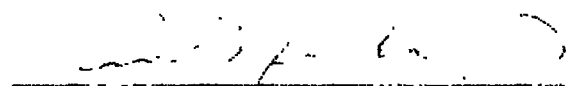
[Memorandum of Lease Agreement]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 26th day of March, 2008, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Jeanne A. Nelson, Notary Public
My Commission Expires: 02-20-2010
Residing in Cook County

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

<u>Unit Count</u>	<u>AAR Reporting Marks</u>	
1	NAHX	550462
2	NAHX	550461
3	NAHX	550536
4	NAHX	550748
5	NAHX	552759
6	NAHX	551010
7	NAHX	551046
8	NAHX	551566
9	NAHX	551997
10	NAHX	553193
11	NAHX	553198
12	NAHX	553288
13	NAHX	553289
14	NAHX	553700
15	NAHX	553703
16	NAHX	553291
17	NAHX	553295
18	NAHX	553206
19	NAHX	553304
20	NAHX	553365
21	NAHX	553367
22	NAHX	553301
23	NAHX	553317
24	NAHX	553313
25	NAHX	553311
26	NAHX	553316
27	NAHX	553319
28	NAHX	553320
29	NAHX	553328
30	NAHX	553322

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/26/08



Robert W. Alvord